

BINGHAM, DANA & GOULD

150 FEDERAL STREET

BOSTON, MASSACHUSETTS 02110-1726

TELEPHONE: (617) 951-8000

TELEX: 275147 BDGBSN UR

CABLE ADDRESS: BLDGHAM BSN

TELECOPY: (617) 951-8736

0100183021

WASHINGTON OFFICE  
(202) 822-9320

HARTFORD OFFICE  
(203) 244-3770

LONDON OFFICE  
011-44-71-799-2646

March 31, 1994

RECORDATION NO. 18503-A FILED 1425

APR 14 1994 -11 20 AM

INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission  
Room 2303  
12th Street and Constitution Avenue, N.W.  
Washington, D.C. 20423

Attention: Ms. Mildred Lee

Ladies and Gentlemen:

Enclosed for filing with the Commission pursuant to Section 11303(a) of Title 49 of the U.S. Code are two originally executed and notarized copies of the document described below.

This document is an amendment (the "Amendment") to a Security Agreement, dated as of December 7, 1993 (the "Security Agreement"), between Kiamichi Railroad Company, Inc. (the "Debtor") and The First National Bank of Boston (the "Secured Party"), covering the Debtor's rolling stock and all other properties and rights of the Debtor, whether now owned or hereafter acquired. This Amendment is a secondary document and amends the Security Agreement which is a primary document.

The names and addresses of the parties to the Amendment and the Security Agreement are as follows: the Debtor is Kiamichi Railroad Company, Inc., whose chief executive office is located at 303 West Jackson, Hugo, Oklahoma 74743; the Secured Party is The First National Bank of Boston, whose head office is located at 100 Federal Street, Boston, Massachusetts 02110.

This Amendment releases the rolling stock listed on Schedule 4(b) to the Amendment from the collateral covered by the Security Agreement which was filed with the Commission on December 8, 1993 as document No. 18503.

BOS-BUS:42956.1

RECEIVED  
OFFICE OF THE  
SECRETARY  
APR 14 10 39 AM '94  
LICENSING BRANCH

counterparts  
E. Bryson

BINGHAM, DANA & GOULD

March 31, 1994

Page 2

A short summary of the document to appear in the index is as follows:

"Amendment dated as of March 21, 1994 amending a Security Agreement dated as of December 7, 1993 and recorded as document No. 18503 between Kiamichi Railroad Company, Inc., as the debtor and The First National Bank of Boston, as the secured party, releasing the rolling stock listed on Schedule 4(b) to the Amendment from the collateral covered by the Security Agreement."

Also enclosed is a check in the amount of eighteen dollars payable to the Interstate Commerce Commission, to cover the recording fee prescribed by the Commission in its rules and regulations.

Please acknowledge receipt of this document at your earliest convenience by returning to the undersigned the enclosed copy of this letter together with a copy of the Amendment as filed.

If you have any questions with respect to the enclosed, please call the undersigned collect at 617-951-8983.

Sincerely,



Julie Scallen Reed

Enclosure

**Interstate Commerce Commission**

**Washington, D.C. 20423**

**OFFICE OF THE SECRETARY**

**April 14, 1994**

**Julie Scallen Reed  
Bingham, Dana & Gould  
150 Federal Street  
Boston MA 02110-1726**

**Dear Ms. Reed:**

The enclosed document(s) was recorded pursuant to the provisions  
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,  
on April 14, 1994 at 11:30AM, and assigned  
recording number(s). 18503-A

Sincerely yours,

Secretary  
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

RECORDATION NO. 18503-A FILED 1425

APR 14 1994 -11 20 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT NO. 1 TO  
SECURITY AGREEMENT

AGREEMENT OF AMENDMENT, dated as of March 21, 1994 by and between Kiamichi Railroad Company, Inc. (the "Company") a Delaware corporation and The First National Bank of Boston, a national banking association, (the "Bank") as parties to that certain Revolving Credit Agreement dated as of December 7, 1993.

WHEREAS, the Company, on the one hand, and the Bank, on the other hand, are parties to a Security Agreement dated as of December 7, 1993 (the "Security Agreement"); and

WHEREAS, the Company and the Bank wish to make certain amendments to the Security Agreement to release certain railcars from the security interest granted under the Security Agreement; and to reaffirm the Security Agreement's effectiveness upon such amendment;

NOW, THEREFORE, in consideration of the foregoing premises, the parties hereby agree as follows:

1. Schedule 4(b) to the Security Agreement, which lists all Rolling Stock of the Company, is hereby amended by deleting the Rolling Stock listed on Schedule 4(b) attached hereto.

2. Except as specifically amended by this Agreement of Amendment, the Security Agreement shall remain in full force and effect, and the Company reaffirms the continued validity of the Security Agreement as amended on the date hereof.

3. This Agreement of Amendment shall become effective as of the date hereof upon receipt by the Company and the Bank of counterparts of this Agreement of Amendment duly executed by the Company and accepted by the Bank.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement of Amendment to be executed by their duly authorized officers as of the date first set forth above.

KIAMICHI RAILROAD COMPANY,  
INC.

By: James S. Shue  
President

THE FIRST NATIONAL BANK OF  
BOSTON

By: Barbara Wilson  
Title: Vice President

STATE OF Massachusetts )  
COUNTY OF Suffolk ) ss.

On this \_\_\_\_ day of \_\_\_\_\_, 1994, before me personally appeared James Shaffer, to me personally known, who, being by me duly sworn, says that he is President of Kiamichi Railroad Company, Inc. and that the said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Florence Grose  
Notary Public

My commission expires:

FLORENCE GROSE  
Notary Public  
My Commission Expires November 12, 1999

COMMONWEALTH OF MASSACHUSETTS )  
COUNTY OF SUFFOLK ) ss.

On this 21<sup>st</sup> day of March, 1994, before me personally appeared Barbara Wilson, to me personally known, who, being by me duly sworn, says that he/she is Vice President of The First National Bank of Boston, and that he/she is duly authorized to sign the foregoing instrument on behalf of said banking association, and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said banking association.

Florence Grose  
Notary Public

My commission expires:

FLORENCE GROSE  
Notary Public  
My Commission Expires November 12, 1999

SINGLE DOOR BOX CARS			
NEW CAR #	OLD CAR #	NEW CAR #	OLD CAR #
KRR 4001	DTI 16901	KRR 4034	DTI 16936
KRR 4002	DTI 16902	KRR 4035	DTI 16937
KRR 4003	DTI 16903	KRR 4036	DTI 16938
KRR 4004	DTI 16904	KRR 4037	DTI 16939
KRR 4005	DTI 16905	KRR 4038	DTI 16940
KRR 4006	DTI 16906	KRR 4039	DTI 16941
KRR 4007	DTI 16907	KRR 4040	DTI 16942
KRR 4008	DTI 16908	KRR 4041	DTI 16943
KRR 4009	DTI 16909	KRR 4042	DTI 16946
KRR 4010	DTI 16910	KRR 4043	DTI 16947
KRR 4011	DTI 16911	KRR 4044	DTI 16948
KRR 4012	DTI 16912	KRR 4045	DTI 16949
KRR 4013	DTI 16913	KRR 4046	DTI 16950
KRR 4014	DTI 16914	KRR 4047	DTI 16951
KRR 4015	DTI 16915	KRR 4048	DTI 16953
KRR 4016	DTI 16916	KRR 4049	DTI 16954
KRR 4017	DTI 16917	KRR 4050	DTI 16955
KRR 4018	DTI 16918	KRR 4051	DTI 16956
KRR 4019	DTI 16919	KRR 4052	DTI 16957
KRR 4020	DTI 16920	KRR 4053	DTI 16958
KRR 4021	DTI 16922	KRR 4054	DTI 16959
KRR 4022	DTI 16923	KRR 4055	DTI 16960
KRR 4023	DTI 16924	KRR 4056	DTI 16962
KRR 4024	DTI 16925	KRR 4057	DTI 16963
KRR 4025	DTI 16926	KRR 4058	DTI 16964
KRR 4026	DTI 16927	KRR 4059	DTI 16965
KRR 4027	DTI 16928	KRR 4060	DTI 16967
KRR 4028	DTI 16929	KRR 4061	DTI 16968
KRR 4029	DTI 16930	KRR 4062	DTI 16969
KRR 4030	DTI 16931	KRR 4063	DTI 16970
KRR 4031	DTI 16933	KRR 4064	DTI 16971
KRR 4032	DTI 16934	KRR 4065	DTI 16972
KRR 4033	DTI 16935	KRR 4066	DTI 16973
		KRR 4067	DTI 16974